

**IN THE UNITED STATES DISTRICT COURT
FOR THE WESTERN DISTRICT OF OKLAHOMA**

J.C. HILL and ALICE HILL, individually,)	
and on behalf of others similarly situated,)	
)	
Plaintiffs,)	
)	
v.)	Case No. CIV-08-37-R
)	
MARATHON OIL COMPANY,)	
)	
Defendant.)	
)	

**MOTION OF CLASS MEMBERS MC MINERAL COMPANY, L.L.C., CHESAPEAKE
EXPLORATION, L.L.C., CHESAPEAKE ROYALTY, L.L.C., AND GOTHIC
PRODUCTION, L.L.C., FOR LEAVE TO CONDUCT DISCOVERY REGARDING THE
FAIRNESS OF PROPOSED CLASS ACTION SETTLEMENT**

Pursuant to Fed.R.Civ.P. 23 (c)(2)(B)(iv) and (e)(5), and Section 8.C. of the Notice of Settlement of Class Action Against Marathon Oil Company, MC Mineral Company, L.L.C., Chesapeake Exploration, L.L.C., Chesapeake Royalty, L.L.C., and Gothic Production, L.L.C., (collectively referred to hereinafter as “Chesapeake”)¹, who are putative members of the Class, hereby move the Court for leave to conduct discovery regarding the fairness of the proposed class action settlement as it relates to the fee and expense requests of Class Counsel and the Class Representative. A separate brief in support of this motion has been filed by Chesapeake contemporaneously herewith.

¹ MC Mineral Company, L.L.C., Chesapeake Exploration, L.L.C., Chesapeake Royalty, L.L.C., and Gothic Production, L.L.C., are all subsidiaries of Chesapeake Energy Corporation, a publicly traded corporation.

Respectfully submitted,

s/Fred R. Gipson

FRED R. GIPSON, OBA #14236
Chesapeake Energy Corporation
P.O. Box 18496
Oklahoma City, OK 73154-0496
Telephone: (405) 935-9346
Facsimile: (405) 849-9346
Fred.Gipson@chk.com

**ATTORNEY FOR MC MINERAL COMPANY,
L.L.C., CHESAPEAKE EXPLORATION,
L.L.C., CHESAPEAKE ROYALTY, L.L.C.,
AND GOTHIC PRODUCTION, L.L.C.**

CERTIFICATE OF SERVICE

I hereby certify that on December 2, 2011, I electronically transmitted the attached document to the Clerk of Court using the ECF System for filing. Based on the records currently on file, the Clerk of Court will transmit a Notice of Electronic Filing to the following ECF registrants:

Michael L. Darrah
R. Brad Miller
E. Edd Pritchett, Jr.
Jami Rhoades Antonisse
Mark E. Bialick
Durbin, Larimore & Bialick
920 North Harvey
Oklahoma City, OK 73102-2610

Mark Christiansen
C. Robert Stell
Crowe & Dunlevy
1800 Mid-America Tower
20 North Broadway
Oklahoma City, OK 73102-8273

s/Fred R. Gipson

Fred R. Gipson